

# EXHIBIT A

UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF MASSACHUSETTS

UNITED STATES OF AMERICA, et al., )

Plaintiffs, )

v. )

JETBLUE AIRWAYS CORPORATION and )  
SPIRIT AIRLINES, INC., )

Defendants. )

GABRIEL GARAVANIAN, et al., )

Plaintiffs, )

v. )

JETBLUE AIRWAYS CORPORATION and )  
SPIRIT AIRLINES, INC., )

Defendants. )

Case No.

1:23-cv-10511-WGY

Case No.

1:23-cv-10678-WGY

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REMOTE VIDEOTAPED DEPOSITION OF

SARA NELSON

June 20, 2023

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Reported by: Rebecca A. Graziano, CSR, RMR, CRR  
Texas CSR 9306  
California CSR 14407  
Illinois CSR 084.004659

1           A           What I meant by that was that we  
2           experienced -- we experienced 20 years of scarcity  
3           and concessions following 9/11. After all the  
4           bankruptcies, many airlines merged and down to  
5           essentially three legacy carriers: United, Delta,  
6           and American. And also Southwest, the domestic  
7           competitor.

8                       Between those four airlines covering  
9           81 percent of the market, which meant that --  
10          meant a lot of things. It means that there's --  
11          there's not as much competition for consumers to  
12          benefit from, but also from the perspective of  
13          workers, what this meant is that we have  
14          negotiations at the top of the industry with  
15          airlines that can generate the most amount of --  
16          have the potential to generate the most amount of  
17          revenue, which then in turns -- turns to more  
18          bargaining power at the table.

19                     Having that consolidated down to four  
20          major carriers, with one of those major carriers  
21          without a union, gave fewer opportunities to  
22          negotiate and move -- and advance the -- advance  
23          our careers. So we believe that the only chance  
24          to actually get at that predicament of a  
25          nonbenefit to consumers and to workers was to

1 inject another airline that could compete at the  
2 same level, and the only chance for that, looking  
3 around the industry, is this merger between  
4 JetBlue and Spirit to create more competition at  
5 that network size airline.

6 Q And what do you mean by the only chance of  
7 that would be a merger between JetBlue and Spirit?

8 A There's no way that another airline that  
9 exists today can effectively compete with the Big  
10 Four that contains -- that holds so much of the  
11 market share of the industry.

12 Q It wouldn't be possible for JetBlue, for  
13 example, to grow organically without a merger to  
14 compete effectively with the Big Four?

15 A Absolutely not. There's -- there's no way  
16 that JetBlue, on its own, could get to a place of  
17 effectively competing with carriers of that size  
18 and of that market share and route structure.

19 MS. WRIGHT: I'd like to bring up  
20 Tab 2, please.

21 (Nelson Exhibit 2 marked.)

22 BY MS. WRIGHT:

23 Q So, President Nelson, we're showing you a  
24 document that's going to be marked as Exhibit 2,  
25 which is an AFA document entitled "Spirit Airlines

1 in the industry at 28 inches -- and this is the  
2 minimum standard of each airline, I should say --  
3 to the highest standard for that minimum in the  
4 industry at JetBlue, 32 inches, is an immediate  
5 improvement on safety and comfort for consumers  
6 and less -- less likely to contribute to an  
7 aggression in the cabin.

8 We also supported this merger because  
9 of what I described to you before. We called it  
10 the -- we call it the "antimerger merger,"  
11 actually giving competition both for workers and  
12 consumers with the Big Four and an opportunity for  
13 us to advance our jobs.

14 Q And just so it's clear on the record,  
15 President Nelson, were you looking back at  
16 Exhibit 1, the press release, from February  
17 of 2023 as you provided that answer?

18 A Yes. Thank you for that clarification.

19 Q Thank you.

20 So turning back to Exhibit 3, at the  
21 top of Page 2, you wrote that "JetBlue management  
22 committed in writing to engage in expedited  
23 negotiations for the joint collective bargaining  
24 agreement."

25 Can you explain, please, what that

1 means?

2 A What that means is that I received a  
3 letter from Robin Hayes on December 23rd  
4 of 2022 -- the reason I know the date was because  
5 it was three days after I had to have surgery, and  
6 of course, just before Christmas -- and this  
7 letter detailed certain protections that we also  
8 required in order to gain our support for the  
9 merger.

10 And it said that if we were the  
11 representative after the -- a representation is  
12 determined through a separate union process, that  
13 we would -- that JetBlue would participate in an  
14 expedited negotiations process that overall puts  
15 the two contracts together to improve the benefits  
16 at each airline, commensurate with the size of the  
17 airline that had been created and the ability to  
18 generate that revenue.

19 There was also promises for no  
20 displacement, no furloughs. That's very important  
21 because oftentimes in these mergers there's a  
22 concern about bases closing, people being -- even  
23 if they don't lose their jobs, being displaced  
24 from their homes. So this is a critical and  
25 important protection that we required, and support

1 for -- immediate support for us to complete the  
2 seniority integration, which is also a major issue  
3 for workers in -- in these mergers, to ensure that  
4 they are retaining the seniority that they brought  
5 to the merger.

6 So the -- the letter was quite clear,  
7 listing out all of the things that we required,  
8 and it was nearing the protections that we had  
9 recently received from Frontier in order to gain  
10 our support in that proposed merger.

11 Q And do you have any reason to doubt the  
12 commitments that were made in JetBlue's letter  
13 from December 2022 to you?

14 A No. And it's always good to have things  
15 in writing because we would hold them to it.

16 Q And --

17 A I should also note -- I should also note  
18 that we also used that letter, then, to get a  
19 mirrored commitment from the Spirit management, so  
20 we have that as a side letter of the contract as  
21 well.

22 Q Okay. Thank you.

23 If we scroll down just a little bit  
24 here in Exhibit 3 to the paragraph that starts  
25 "Third," President Nelson, you wrote that the

1 defendants' counsel in advance of this deposition?

2 A No.

3 Q Have defendants asked you to be a witness  
4 at trial?

5 A Yes.

6 Q Sitting here today, do you intend to be a  
7 witness for defendants at trial?

8 A If I'm called, yes.

9 Q Other than your attorney, have you spoken  
10 with anyone else about this deposition?

11 A No.

12 Sorry. My staff, because of my  
13 schedule.

14 Q Approximately how many Spirit flight  
15 attendants does AFA represent?

16 A At this point, we're hovering right around  
17 6,000.

18 Q Does AFA represent gate agents?

19 A We do not.

20 Q Does AFA represent baggage handlers?

21 A We do not.

22 Q Does AFA represent pilots?

23 A We do not.

24 Q Are JetBlue's flight attendants unionized,  
25 to your knowledge?



1 A They are.

2 Q As part of what union are JetBlue's flight  
3 attendants unionized?

4 A They are part of the Transport Workers  
5 Union.

6 Q Is the Transport Workers Union also known  
7 as TWU?

8 A Yes.

9 Q Do you have a sense of how many JetBlue  
10 flight attendants are organized within TWU?

11 A I'm sorry. Can you ask the question  
12 again?

13 Q Sure.

14 Do you have a sense as to how many  
15 JetBlue flight attendants are organized within  
16 TWU?

17 A It's approximately comparable to Spirit.

18 Q About 600 -- 6,000?

19 A Yes.

20 Q Do you have experience working with  
21 JetBlue?

22 A Yes.

23 Q Have you represented flight attendants at  
24 JetBlue?

25 A No.

1 Q In what context have you worked with  
2 JetBlue?

3 A I've worked with JetBlue in the context of  
4 issues affecting airlines and workers across the  
5 industry. And that -- I did not really know  
6 anyone at JetBlue until March 18th of 2020, when I  
7 went by -- it's been reported very broadly in the  
8 press. I went down to Airlines for America  
9 headquarters to discuss the government relief plan  
10 for -- during the pandemic to keep workers and  
11 their jobs and their paychecks going.

12 Q To your knowledge, has TWU taken a  
13 position on the JetBlue-Spirit merger?

14 A Yes.

15 Q And what position is that?

16 A They are -- unless something has changed,  
17 they are currently opposed.

18 MS. RIBLET: I'd like to introduce  
19 Tab 1 and mark it as Nelson Exhibit --  
20 Dan, you might have to correct me -- 4.

21 THE VIDEOGRAPHER: Exhibit 5.

22 MS. RIBLET: 5. Thank you.

23 (Nelson Exhibit 5 marked.)

24 BY MS. RIBLET:

25 Q Ms. Nelson, does this appear to be TWU's

1 Very minor edits for consideration"?

2 MS. WRIGHT: Object to form.

3 THE WITNESS: Yes.

4 BY MS. RIBLET:

5 Q Would you agree that JetBlue provided  
6 edits to AFA's letter supporting this merger?

7 A Yes, and I would point very strongly to  
8 "edits for consideration."

9 Q To your knowledge, did AFA incorporate  
10 JetBlue's edits before submitting this letter to  
11 the United States Department of Justice and  
12 Transportation?

13 A I do not know.

14 Q You can set that document aside,  
15 Ms. Nelson.

16 Do you expect that flight attendants  
17 at the combined JetBlue-Spirit would retain union  
18 representation?

19 A I'm sorry. Can you say that again?

20 Q Sure.

21 Do you expect that flight attendants  
22 at the combined JetBlue-Spirit would retain union  
23 representation?

24 A I do expect that, yes.

25 Q And we discussed representation earlier

1 today; right?

2 A Uh-huh.

3 Q What do you mean by "representation"?

4 A What I mean by "representation" is the  
5 legal status, as confirmed by the National  
6 Mediation Board, for representation of a craft  
7 under the Railway Labor Act.

8 Q Would AFA seek to represent all combined  
9 JetBlue and Spirit flight attendants?

10 A There -- yes.

11 Q Do you believe that AFA would represent  
12 all combined JetBlue-Spirit flight attendants?

13 MR. MORSE: Objection to form.

14 THE WITNESS: Am I supposed to  
15 answer?

16 BY MS. RIBLET:

17 Q Yes.

18 A Okay. I believe that, yes.

19 Q Why do you believe that?

20 A I believe that my union is a great union  
21 for flight attendants, and I believe that flight  
22 attendants would choose to be in the flight  
23 attendant union.

24 I do want to note that the unions  
25 don't have a choice in that matter. There has to

1 be one representative at a carrier.

2 Q Am I correct that representing all flight  
3 attendants at the combined JetBlue-Spirit would  
4 add about 6,000 flight attendants to AFA's body?

5 MS. WRIGHT: Object to form.

6 THE WITNESS: If things continue as  
7 they are today, that would be correct.

8 BY MS. RIBLET:

9 Q I just need to look back and make sure I'm  
10 referencing the correct exhibit this time.

11 Looking more closely at the letter in  
12 Exhibit 7, do you see the paragraph beginning  
13 "First"?

14 A Yes. I see it on the screen. I'm just  
15 trying to pull it up on my computer, too, for...

16 Q And just let me know when you have it.

17 MS. WRIGHT: Sarah, just for  
18 clarity, I think there are two letters  
19 within Exhibit 7.

20 MS. RIBLET: Yes. The letter --  
21 okay.

22 THE WITNESS: It looks like this is  
23 the second letter in Exhibit 7.

24 BY MS. RIBLET:

25 Q Yes. The letter Bates number ending in

1 BY MS. RIBLET:

2 Q Am I correct in understanding that AFA  
3 conditioned its support for the JetBlue-Spirit  
4 merger on reaching that tentative agreement with  
5 Spirit?

6 MS. WRIGHT: Object to form.

7 THE WITNESS: That was part of the  
8 conditions that we had for our support,  
9 yes.

10 BY MS. RIBLET:

11 Q Did AFA refuse to support the merger  
12 without reaching that tentative agreement?

13 A Yes.

14 Q And when did --

15 A I want to be clear.

16 Q Sure.

17 A We had not -- we had been neutral, so  
18 we -- they could not win our support without that  
19 tentative agreement. In addition to the other --

20 Q When did you --

21 A -- benefits that we secured.

22 Q When did AFA reach that tentative  
23 agreement with Spirit?

24 A I -- I am guessing right now, but I  
25 believe it was February 21st. I may be off by a

1 day or two.

2 Q Am I correct that that was three days  
3 before AFA announced its support of this merger?

4 A So I believe that we announced the support  
5 of the merger the same day that we announced a  
6 tentative agreement at Spirit.

7 Q Does the tentative agreement include  
8 higher pay for Spirit flight attendants?

9 A Yes.

10 Q Would that include higher pay for Spirit  
11 flight attendants at the combined company after  
12 the proposed merger?

13 A It sets a higher floor to negotiate from.  
14 And that, together with the agreement both --  
15 separately with Spirit and with JetBlue, an  
16 improved agreement afterwards. So we would be  
17 starting -- we were essentially raising the floor  
18 for the joint contract negotiations.

19 Q Do you see later on this page,  
20 beginning -- later on the same page, Bates number  
21 ending in 982, the last sentence on this page, the  
22 portion of text that begins, quote, "We achieved a  
23 tentative agreement"?

24 A Yes.

25 Q And the text there continues, quote: "We

1 achieved a tentative agreement for a short-term  
2 contract that provides immediate double-digit  
3 raises and scheduling improvements for Spirit  
4 flight attendants, as well as continued  
5 contractual raises during the merger process."

6 A Yes.

7 Q Have I read that correctly?

8 A Yes.

9 Q Am I correct in understanding that Spirit  
10 flight attendants will be paid more through the  
11 merger process?

12 MS. WRIGHT: Object to form.

13 THE WITNESS: We have set it up for  
14 that to happen, yes.

15 BY MS. RIBLET:

16 Q How important was the tentative agreement  
17 promising higher pay in your consideration of  
18 whether to support the proposed merger?

19 A It was fundamental to our support, not  
20 the -- not the only reason, but it was critically  
21 important, and that is because of our experience  
22 in other mergers where negotiations had been set  
23 aside in favor of the merger and workers fell  
24 behind at other airlines because those  
25 negotiations were not concluded.



1 Q Would you support this merger absent the  
2 tentative agreement?

3 A No.

4 Q Looking further down the page, Bates  
5 number ending in 983, do you see the paragraph  
6 that begins "Fourth"?

7 A Yes.

8 Q And the first sentence of this paragraph  
9 reads, quote: "Fourth, the JetBlue-Spirit merger  
10 will result in reconfiguration of all Spirit  
11 aircraft from 28-inch seat pitch minimum (worst in  
12 the industry) to 32-inch seat pitch minimum (best  
13 in the industry)."

14 A Yes.

15 MS. WRIGHT: Object to form.

16 BY MS. RIBLET:

17 Q Am I correct in understanding this to be a  
18 reference to JetBlue's plans to convert all of  
19 Spirit's aircraft to JetBlue's lower-density  
20 layout post-merger?

21 MS. WRIGHT: Object to form.

22 THE WITNESS: Yes, a lower -- a  
23 better ratio of passengers to flight  
24 attendants and gate agents.  
25

1 make sure that she understands that?

2 BY MS. RIBLET:

3 Q Has AFA performed any legal analysis  
4 informing its opinion of the JetBlue-Spirit  
5 merger?

6 MR. MORSE: Again, same objection,  
7 just, again, on privilege grounds.

8 MS. RIBLET: Are you instructing  
9 your client not to answer at all?

10 MR. MORSE: Thanks. Thanks for the  
11 clarification.

12 Yes, Ms. Nelson, all I'm  
13 instructing you is that to the extent that  
14 would call for any communications with  
15 in-house counsel, that you cannot discuss  
16 that. But outside of any discussions with  
17 in-house counsel, you may answer the  
18 question.

19 THE WITNESS: Yes.

20 BY MS. RIBLET:

21 Q Has AFA performed any economic analysis in  
22 forming its opinion of the JetBlue-Spirit merger?

23 A Yes.

24 Q What was the substance of that analysis?

25 A This was -- well, this also was done

1 through my legal department, so...

2 MR. MORSE: So I would have the  
3 same objection, then, on this question  
4 that to the extent that it calls into  
5 question any conversations you've had with  
6 the legal department, that that's  
7 privileged and you cannot answer that.  
8 But you can answer to the extent that  
9 these discussions would have been outside  
10 of that context.

11 THE WITNESS: Okay. All of these  
12 discussions were with my counsel.

13 BY MS. RIBLET:

14 Q Has AFA performed any analysis of fares  
15 post-merger?

16 A No.

17 Q Has AFA performed any economic analysis  
18 looking at the impact of this merger on consumers?

19 A No.

20 MS. RIBLET: I think, if we may, we  
21 will just take a short break and see if we  
22 have any last questions before coming back  
23 on the record and perhaps asking, you  
24 know, a limited brief set of additional  
25 questions, if that works for everyone.

1       able to do that, and also in terms of regulatory  
2       constraints.

3               So the combination of all those things  
4       make it very difficult for an individual airline  
5       to grow at a pace that would be able to compete  
6       with those network carriers.

7       Q       Are you familiar with JetBlue's aircraft  
8       acquisition plans?

9       A       "Familiar" is probably a bit strong.

10      Q       What awareness do you have of JetBlue's  
11      aircraft acquisition plans?

12      A       I have an awareness that they have an  
13      aircraft acquisition plan. I did not review that  
14      anytime in the last few months, and so I wouldn't  
15      be able to speak affirmatively about it.

16      Q       What awareness do you have of Spirit's  
17      aircraft acquisition plans?

18      A       I am aware that Spirit has a large number  
19      of aircraft on order. And, again, I haven't  
20      looked at the exact numbers more recently, so I  
21      wouldn't be able to quote those.

22      Q       Are you familiar with JetBlue's growth  
23      strategy?

24      A       Yes.

25      Q       What familiarity do you have with

1 JetBlue's growth strategy?

2 A JetBlue's growth strategy is this merger  
3 plan.

4 Q Are you familiar with JetBlue's growth  
5 strategy absent this merger?

6 A No.

7 Q Are you familiar with Spirit's growth  
8 strategy absent this merger?

9 A Yes. But, again, I haven't reviewed it  
10 recently, so I wouldn't be able to speak with any  
11 sort of level of confidence about it.

12 Q Are you familiar with JetBlue's  
13 integration strategy related to this merger?

14 A Yes. I think, again, "familiar" is a bit  
15 strong, but I am aware of it.

16 Q On what basis are you familiar with  
17 JetBlue's integration strategy?

18 A The -- during the course of any  
19 discussions about how quickly we would be in a  
20 position to get to a single contract, merge the  
21 operation and get all of the benefits for the  
22 flight attendants and the passengers. We can  
23 negotiate a single contract on an expedited path,  
24 for example, but until all of the regulatory boxes  
25 are checked, such as the single operating

1 certificate, JetBlue wouldn't be able to put that  
2 operation together, which means that the flight  
3 attendants themselves wouldn't have the ability to  
4 bid for all of the flights within the network.

5 And that would be -- not only are the  
6 conditions under the contract important, but also  
7 the access to the greater network and flying  
8 opportunities for flight attendants. So it  
9 wouldn't be until all of those things come  
10 together that there would be the full benefits  
11 realized.

12 MS. RIBLET: All right, Ms. Nelson.  
13 The government has no further questions  
14 for you at this time, but I will reserve  
15 the remainder of our time in the event  
16 that defendants have additional questions.

17 THE WITNESS: Okay.

18 MS. WRIGHT: I do have just a few  
19 more.

20 Josephine, do you have anything?

21 MS. ALIOTO: Yeah. I just have a  
22 couple questions.

23 MS. RIBLET: We need to go off the  
24 record and begin a separate transcript.

25 THE VIDEOGRAPHER: The time is

1 distinction. Because we have supported mergers in  
2 the past, usually to secure protections -- it  
3 hasn't necessarily always been gains, but  
4 protections -- for the workforce, and it was in  
5 the context that I described earlier in an  
6 environment where unions didn't have as much  
7 leverage and power, like we do under the Biden  
8 administration. And so this -- this merger  
9 started out with the business plan itself  
10 providing benefits that we could see already, but  
11 we had to -- for example, the change in seat pitch  
12 in the cabin.

13 But it -- but as we got the  
14 protections from Spirit and also the confirmations  
15 from JetBlue to hold true to all of our  
16 requirements for no displacements, no furloughs,  
17 an expedite contract bargaining, all of the  
18 support that we need in a seniority integration  
19 complying with the law in our constitution, that  
20 once we secured all of those things, we were in a  
21 position to support. And we withheld our support  
22 until we had all of the things in place, even  
23 though we could see there were certain benefits  
24 that were already there before we got started with  
25 our demands.